

## **EXHIBIT 14**

**In the Matter Of:**

*Civil Investigation Demand - No. 30762*

---

[REDACTED]

*February 28, 2022*

---



1 about which you are testifying today.

2 Have you seen this letter before?

3 A. Yes.

4 Q. And when have you seen this letter before?

5 A. In early February as part of the preparation  
6 process.

7 Q. And who at Alphabet prepared this letter?

8 MS. ELMER: Same objection. It's outside  
9 scope.

10 You may testify in your individual  
11 capacity, if you know, [REDACTED].

12 MR. NAKAMURA: I'm sorry. Hold on a sec.  
13 So, Ms. Elmer, I'd like to understand the basis for your  
14 outside-the-scope objection, given that this letter  
15 literally responds to specifications point by point to  
16 the CID to which [REDACTED] is sitting in response to  
17 today. Why is that out of scope?

18 MS. ELMER: Well, first of all, the DOJ  
19 has rejected these letters as being responsive to the  
20 CID and has insisted upon [REDACTED] testimony. A 30(b)(6)  
21 witness is the testimony of the company. That's why  
22 we're here today.

23 And your CID does not include a  
24 specification seeking testimony about outside counsel  
25 preparation of letters to the DOJ on any topic,

1 including the topic of this CID.

2           So if you insist on asking the witness  
3 questions about outside counsel's work, I will terminate  
4 the deposition and suggest that you move on to the  
5 specifications that are set forth in the CID.

6           MR. NAKAMURA: Okay. I understand your  
7 position.

8           Q. (By Mr. Nakamura) [REDACTED], is it  
9 Alphabet's position today that this letter does not  
10 represent the corporate position of Alphabet with  
11 respect to this civil investigative demand to which you  
12 are sitting here in response to today?

13          A. Yes. I am here to testify with the corporate  
14 position which supersedes this letter.

15          Q. Does anything in this letter represent the  
16 corporate position of Alphabet?

17          A. I believe if we discuss these line by line, you  
18 will find a lot of overlaps; and you may also find some  
19 discrepancies.

20          Q. So what in this letter represents the corporate  
21 position of Alphabet?

22          A. Okay. This is going to take a long time to  
23 walk through. Would you like to walk through that?

24          Q. Yes.

25          A. Okay. I think the easiest way to say this is

1 that we have updated this letter specifically with the  
2 communication on February 25th to correct a couple of  
3 pieces of information that likely outside counsel did  
4 not have full knowledge of.

5           So if you're asking which pieces of this,  
6 I think you'll find them specifically in the letter  
7 dated Feb 25.

8       Q.    So I'm just trying to make this process  
9 simpler. I just want to understand, because in my  
10 reading of this letter, there's some pieces of  
11 information here that are not included in the  
12 February 25th letter, and I don't know whether that is  
13 by mistake or whether or not something supersedes  
14 something else. So that is why I'm asking you these  
15 questions.

16           So what in this letter is Alphabet's  
17 corporate position with respect to the specifications in  
18 the CID?

19           MS. ELMER: Objection, asked and answered.  
20 I'd like to take a break to discuss an issue of  
21 privilege.

22           MR. NAKAMURA: I'm sorry. Before you go  
23 off the record, are you intending to claw back part of  
24 this document?

25           MS. ELMER: No. The question has been

1 asked and answered. He's already answered your  
2 question, Brent.

3 [REDACTED], if you'd like to answer it again,  
4 please go ahead before we go off the record.

5 Q. (By Mr. Nakamura) Yeah. So the question  
6 pending is what in this letter is Alphabet's corporate  
7 position with respect to the specifications that you are  
8 here to testify about today in the CID?

9 MS. ELMER: Other than what he's already  
10 said about the February 25th letter? What more are you  
11 asking for, Brent?

12 Q. (By Mr. Nakamura) [REDACTED], if you'd like,  
13 we can just walk through this letter and you can tell me  
14 what is right, what is wrong, what is superseded and  
15 what is not.

16 MR. NAKAMURA: Seumas, could you upload  
17 into the Chat -- you know what, let's just do it this  
18 way.

19 Q. (By Mr. Nakamura) So, [REDACTED], please  
20 just keep this on your computer. I'll be referring back  
21 to it later. Okay?

22 A. Okay.

23 MR. NAKAMURA: Seumas, why don't you  
24 upload tab 7 into the Chat.

25 MS. ELMER: Okay. I asked for a break.

1 MS. ELMER: Well, [REDACTED], I'm sorry to  
2 interrupt. I'm sorry to interrupt. But because this  
3 question is going beyond the scope of the CID, I'm  
4 instructing you to answer in your personal capacity  
5 here.

6 THE WITNESS: Oh, okay.

7 A. Then I would say I can't answer due to  
8 privilege.

9 Q. (By Mr. Nakamura) And is one of the -- and  
10 what are the names of projects for which Alphabet was  
11 considering divestitures of its AdTech products?

12 MS. ELMER: I instruct the witness not to  
13 answer the question because the question invades the  
14 attorney/client privilege and the work product doctrine.

15 Q. (By Mr. Nakamura) Will you follow your  
16 counsel's instruction?

17 A. Yeah. Are you actually asking me, like, about  
18 the privileged contents?

19 MS. ELMER: He is, and I instruct you not  
20 to answer.

21 MR. NAKAMURA: And that's fine.

22 Q. (By Mr. Nakamura) As part of -- I'm sorry.  
23 And are you going to follow your counsel's instruction  
24 not to answer?

25 A. Yeah.

1 Q. As part of Project Sunday, is Alphabet  
2 considering any changes to the way its AdTech products  
3 operate?

4 MS. ELMER: Same instruction.

5 Q. (By Mr. Nakamura) Are you going to follow your  
6 counsel's instruction?

7 A. Yes.

8 Q. Did Project Sunday incorporate any business  
9 analyses previously performed by Alphabet employees  
10 before Project Sunday began?

11 A. I'm sorry, can you repeat it?

12 Q. Sure. Did Project Sunday incorporate any  
13 business analyses performed by Alphabet employees before  
14 Project Sunday began?

15 A. So my understanding is there was an industry  
16 report that had been prepared in the general course of  
17 normal business separate from the project and that  
18 pieces of that, namely, facts, were taken and then  
19 incorporated into the project.

20 Yeah. That's for a portion of the  
21 project; and, yeah, that's the extent of my  
22 understanding there.

23 Q. And who performed that -- or who created that  
24 industry report that you just described?

25 A. And actually, I want to amend my last answer

1 after I answer this.

2           So Lazard, the investment bank, was on a  
3 general retainer for general industry trends. So they  
4 had provided that report as part of a separate sort of  
5 ongoing, what's going on in industry retainer. So they  
6 were unaware of its use in this project.

7           And again I'll say that that was a  
8 collection of facts that were then used. So that's  
9 that.

10           I want to say also there were pieces of  
11 analysis from other projects listed in the CID that  
12 were -- that were used and incorporated in Project  
13 Sunday.

14       Q.   And what are the names of those projects whose  
15 pieces of analyses were included in Project Sunday?

16       A.   SingleClick and Stonehenge.

17       Q.   Okay. And other than work from Projects  
18 SingleClick, Stonehenge and Lazard's work as you  
19 previously described, was any other business analysis  
20 performed by an Alphabet employee incorporated into  
21 Project Sunday?

22           MS. ELMER: Object to the form as  
23 mischaracterizing testimony and assuming facts.

24           But you may answer.

25       A.   I'm sorry. Can you repeat?

1 Q. (By Mr. Nakamura) Sure. And is there any  
2 other business analysis other than from Project  
3 SingleClick, Project Stonehenge and Lazard incorporated  
4 into Project Sunday --

5 MS. ELMER: Object to the form -- go  
6 ahead.

7 Q. (By Mr. Nakamura) -- that was undertaken prior  
8 to the beginning of Project Sunday?

9 MS. ELMER: Object to the form as  
10 mischaracterizing testimony, assuming facts and  
11 misleading.

12 But you may answer if you can.

13 A. I'm sorry. I'm still not --

14 Q. (By Mr. Nakamura) Other than what you've just  
15 listed, were there any other business analyses performed  
16 by Alphabet employees prior to the beginning of Project  
17 Sunday that were incorporated into Project Sunday?

18 MS. ELMER: Object to the  
19 mischaracterization of SingleClick and Stonehenge as  
20 business analyses. Also object to the  
21 mischaracterization of any work provided by Lazard as  
22 being the work of a Google employee.

23 Other than that, you may answer if you  
24 can, [REDACTED].

25 A. I'm not aware of any other prior work that had

1 Monday, which is part of specifications 1b,  
2 specification 2.

3 Who chose the name "Project Monday" for  
4 the project?

5 A. I did.

6 Q. And what was the subject matter of Project  
7 Monday?

8 MS. ELMER: I instruct the witness not to  
9 answer to the extent that it would invade the privilege;  
10 but, otherwise, you may answer.

11 A. Yeah. It was an analysis for a particular  
12 remedy to be undertaken due to the anticipated  
13 litigation.

14 Q. (By Mr. Nakamura) And what was the particular  
15 remedy to be undertaken?

16 MS. ELMER: Same instruction.

17 A. Yeah. That's privileged.

18 Q. (By Mr. Nakamura) So will you follow your  
19 counsel's instruction not to answer?

20 A. Yes.

21 Q. So turning to page 5 of Exhibit 7, is this a  
22 complete list in bullet point 2 of all outside counsel  
23 who worked on Project Monday?

24 A. Yes.

25 Q. And is this a complete list of all Google

1 in-house counsel who worked on Project Monday?

2 A. Yes, although, again, I want to distinguish  
3 between "worked on" and "made aware of."

4 Q. And what is that distinction?

5 A. In that I don't know if all of them were  
6 contributing to the document as much as possibly, you  
7 know, this would have been provided to them but they  
8 likely didn't do -- many of them likely didn't do work,  
9 quote unquote, work.

10 Q. Okay. And who initiated Project Monday?

11 A. I did.

12 Q. Did Mr. Schindler initiate Project Monday?

13 A. No. I think I just told you I did.

14 Q. And did anyone else initiate Project Monday?

15 A. No.

16 Q. What was -- what were your job responsibilities  
17 with respect to Project Monday?

18 A. To steward the business through regulatory --  
19 potential regulatory action.

20 Q. And what work did you do with respect to  
21 Project Monday?

22 MS. ELMER: And, [REDACTED] I instruct you not  
23 to answer to the extent that answering would invade the  
24 work product doctrine or privilege. But if there's a  
25 way that you can answer with not invading the privilege,

1 then you may do so.

2 THE WITNESS: Sure.

3 A. In conjunction with legal counsel, I authored a  
4 potential remedy.

5 Q. (By Mr. Nakamura) And which legal counsel did  
6 you author that in conjunction with?

7 A. Ted Lazarus and [REDACTED] and I believe  
8 possibly [REDACTED].

9 Q. I'm sorry. Could you spell that last name?

10 A. It's a first name, [REDACTED].

11 Q. Yes. Could you spell that for us, please.

12 A. [REDACTED].

13 Q. I see now. Okay. And is his last name  
14 [REDACTED]?

15 A. Yes.

16 Q. Okay. Thank you.

17 And that's listed at the last line of  
18 Google's in-house counsel included. Is that correct?

19 A. Yes.

20 Q. And when did you author that legal remedy?

21 A. So that was approximately -- it was early  
22 March 2021.

23 Q. And did you write that legal remedy down in a  
24 document?

25 A. Yes.

1 MS. ELMER: Same instruction. You may  
2 answer to the extent you would not waive the privilege  
3 or invade the work product doctrine.

4 A. To be properly prepared if regulatory actions  
5 occurred.

6 Q. (By Mr. Nakamura) What outside counsel were  
7 involved in Project SingleClick?

8 A. They're listed in the second bullet point  
9 here --

10 Q. Were any -- sorry.

11 A. -- on page 2.

12 Q. Thank you.

13 MS. ELMER: And we are referring to  
14 Exhibit No. 7. Is that right?

15 THE WITNESS: Yes.

16 Q. (By Mr. Nakamura) Thank you.

17 Were any outside counsel who worked on  
18 this project not listed here?

19 A. No.

20 Q. What Alphabet employees who are not lawyers  
21 worked on, approved or evaluated Project SingleClick?

22 A. Those are listed in bullet point 4 here on  
23 page 2 of Exhibit 7.

24 Q. Okay. And what was [REDACTED] role on Project  
25 SingleClick?

1 A. To provide initial scoping of the project.

2 Q. And did she have any other job responsibilities  
3 on Project SingleClick?

4 A. Yes. As a general manager, this falls within  
5 her business.

6 Q. And what business is that?

7 A. Running the ADVA division.

8 Q. And did [REDACTED] do any work with respect to  
9 Project SingleClick?

10 A. No.

11 Q. Who initiated Project SingleClick?

12 A. This was a combination of [REDACTED] and Ted  
13 Lazarus.

14 Q. And how was Project SingleClick initiated?

15 A. Through a verbal discussion.

16 Q. And which Alphabet employees were involved in  
17 that verbal discussion?

18 A. Ted Lazarus and [REDACTED], myself and [REDACTED]  
19 and [REDACTED].

20 Q. [REDACTED] is listed under "Google employees  
21 included." Is that correct?

22 A. That's correct.

23 Q. What was [REDACTED] job responsibility with  
24 respect to Project SingleClick?

25 A. Contributor.

1 Q. And what contributions did [REDACTED] make?

2 A. That would violate privilege.

3 MS. ELMER: Yeah. So I'll give the  
4 instruction. To the extent that this question invades  
5 the work product doctrine or privilege, I instruct the  
6 witness not to answer. If there is a way to answer  
7 without invading either one of those, then you may do  
8 so.

9 A. He's an engineer. That's all I can answer.

10 Q. (By Mr. Nakamura) Okay. Thank you.

11 What was [REDACTED] job responsibility  
12 with respect to Project Monday -- I'm sorry, Project  
13 SingleClick? My apologies.

14 A. He's a contributor.

15 Q. What did his contributions involve?

16 MS. ELMER: Same instruction. But if  
17 there's a way to answer without invading the work  
18 product doctrine or the attorney/client privilege, you  
19 may do so.

20 A. He's a product manager.

21 Q. (By Mr. Nakamura) And when you say, "He's a  
22 product manager," what do you mean?

23 A. I mean his role at Google is as a product  
24 manager in the AdManager product.

25 Q. Thank you.

1

[REDACTED]

12

Q. (By Mr. Nakamura)

[REDACTED]

14

A.

[REDACTED] --

15

MS. ELMER: Same scope objection. I'm

16

sorry.

17

Go ahead.

18

THE WITNESS: Yep. I'm sorry.

19

A.

[REDACTED]

[REDACTED]

1

6

Q. (By Mr. Nakamura)

8

MS. ELMER: Same scope objection.

9

A.

17

Q. (By Mr. Nakamura) Okay. Thank you for that.

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MR. NAKAMURA: I will just note for the record that it is my view that had I been allowed to question [REDACTED] as Alphabet's representative on the document that was just clawed back, I would have had more questions; but that's just for the record.

Q. (By Mr. Nakamura) So a new line of questioning. Did Alphabet consider [REDACTED]

1 [REDACTED] as part of Project Stonehenge?

2 MS. ELMER: And I instruct the witness not  
3 to answer the question because the question invades the  
4 work product doctrine and the attorney/client privilege.

5 Q. (By Mr. Nakamura) Will you follow that  
6 instruction, [REDACTED]?

7 A. Yes.

8 MR. NAKAMURA: So, Ms. Elmer, it is the  
9 Division's position that Google has waived privilege  
10 over this particular line of inquiry.

11 Seumas, could you please put in the Chat  
12 tab 27. And I would like the court reporter to mark  
13 this as Alphabet Exhibit 10.

14 (Exhibit 10 marked)

15 MR. NAKAMURA: Alphabet Exhibit 10 is an  
16 excerpt from the August 11th, 2021 deposition of  
17 [REDACTED]. As you can see in this excerpt which  
18 contains the title page, the reporter's certification  
19 and an excerpt, on page 197 I asked [REDACTED] this  
20 question with respect to Stonehenge and additional work  
21 [REDACTED].

22 He responded. There was no clawback of  
23 this transcript, motion to strike or anything else.

24 And as a result, not only have six months  
25 passed, but I believe that Alphabet has waived the

1 ability to claim privilege over this line of  
2 questioning.

3 MS. ELMER: We dispute your waiver  
4 argument, and we'll just have to take that up at a later  
5 time. But we are not going to waive the privilege in  
6 today's deposition.

7 MR. NAKAMURA: I understand. Thanks for  
8 your position.

9 Q. (By Mr. Nakamura) So let's move back to  
10 Exhibit 7. So turning to Exhibit 7, page 3. Let me  
11 know when you have that in front of you, [REDACTED].

12 A. Is this the February 25th letter?

13 Q. Yes, it is.

14 A. Yep.

15 Q. Under Project Stonehenge the second bullet  
16 point, is this a complete list of all outside counsel  
17 who were involved in Project Stonehenge?

18 A. Yes.

19 Q. And is the third bullet point a complete list  
20 of all Google in-house counsel who were involved in  
21 Project Stonehenge?

22 A. Yes.

23 Q. And is bullet point No. 4 a complete list of  
24 all Google employees other than Google in-house counsel  
25 who were involved in Project Stonehenge?

1 A. Yes, with the same note that some of these were  
2 on the working team and others were more of the  
3 audience.

4 Q. All right. That's very helpful.

5 So who among these Google employees was on  
6 the working team?

7 A. So I'll go in order here. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]. And I

12 think that's it.

13 Q. Was there a leadership --

14 A. The nonlawyers. And then there were lawyers.

15 Q. I'm sorry. Yes. That's my fault.

16 Who were the lawyers who were on the  
17 working team for Project Stonehenge?

18 A. [REDACTED]. Those were the primary  
19 day-to-day.

20 Q. And was there a leadership team associated with  
21 Project Stonehenge?

22 A. Yes.

23 Q. Who was on that leadership team associated with  
24 Project Stonehenge?

25 A. [REDACTED], along with

1 I would include [REDACTED] in there.

2 Q. And were there any key decision-makers with  
3 respect to Project Stonehenge?

4 A. That assumes that a decision was reached, so  
5 that's impossible for me to answer.

6 Q. And that is because no decision was reached  
7 with respect to Project Stonehenge. Is that correct?

8 A. Yes.

9 Q. And what were [REDACTED] job  
10 responsibilities?

11 A. Sure. It's [REDACTED] She is the lead product  
12 manager for AdManager.

13 Q. And what work did she do for Project  
14 Stonehenge?

15 MS. ELMER: And I object to the extent  
16 that answering the question would call for information  
17 that invades the work product doctrine or the  
18 attorney/client privilege.

19 However, if there's a way to answer the  
20 question without invading the privilege, please do so.

21 A. Sure. Before I do that, I should have noted  
22 that [REDACTED] was part of the leadership team.

23 So her job was to lead the project as we  
24 considered remedies for potential antitrust litigation  
25 and privacy litigation.

1 Q. (By Mr. Nakamura) Thank you for that.

2 And what were [REDACTED] job  
3 responsibilities with respect to Project Stonehenge?

4 MS. ELMER: Same admonishment, but you may  
5 answer if there's a way to do so without invading the  
6 privilege.

7 A. Yeah. He's responsible for all engineers, for  
8 all of the publisher products, including AdManager, so  
9 he was a contributor.

10 Q. (By Mr. Nakamura) And what work did  
11 [REDACTED] do as part of Project Stonehenge?

12 MS. ELMER: Same admonishment.

13 A. He provided guidance.

14 Q. (By Mr. Nakamura) And guidance to whom?

15 A. To the working team and to leadership.

16 Q. And when you say "leadership," do you mean the  
17 leadership team we just discussed for Project Stonehenge  
18 or some other leadership team?

19 A. I basically mean [REDACTED].

20 Q. And what were [REDACTED] job responsibilities  
21 with respect to Project Stonehenge?

22 MS. ELMER: Same admonishment.

23 A. So he's responsible for the commercialization  
24 of our publisher products and how we bring them to  
25 market.

1 Q. (By Mr. Nakamura) And what work did [REDACTED]  
2 do with respect to Project Stonehenge?

3 MS. ELMER: Same instruction.

4 A. He provided guidance to the working team.

5 Q. (By Mr. Nakamura) And what were your job  
6 responsibilities with respect to Project Stonehenge?

7 MS. ELMER: Same instruction.

8 A. Primarily as an audience and to provide  
9 guidance to both the working team and to leadership.

10 Q. (By Mr. Nakamura) And what work did you do  
11 with respect to Project Stonehenge?

12 MS. ELMER: Same instruction.

13 A. I provided guidance to the working team and to  
14 leadership.

15 Q. (By Mr. Nakamura) What were [REDACTED] job  
16 responsibilities with respect to Project Stonehenge?

17 MS. ELMER: Same instruction.

18 A. He works for [REDACTED] and he's a project manager  
19 on AdManager.

20 Q. (By Mr. Nakamura) And what work did  
21 [REDACTED] do for Project Stonehenge?

22 MS. ELMER: Same instruction.

23 A. Analysis.

24 Q. (By Mr. Nakamura) And what analysis did  
25 [REDACTED] perform?

1 MS. ELMER: I'd instruct the witness not  
2 to answer because the question invades the work product  
3 doctrine and the attorney/client privilege.

4 Q. (By Mr. Nakamura) Will you follow Ms. Elmer's  
5 instruction?

6 A. Yes.

7 Q. Okay. What were [REDACTED] job  
8 responsibilities with respect to Project Stonehenge?

9 A. Apologies. Can I have one minute?

10 Q. Sure. No problem.

11 A. Okay. I'm ready to continue.

12 MS. ELMER: Same admonishment, but you may  
13 answer to the extent you can without invading the  
14 privilege, [REDACTED].

15 A. I apologize. Can you repeat the question.

16 Q. (By Mr. Nakamura) Absolutely, no problem.

17 What were [REDACTED] job  
18 responsibilities with respect to Project Stonehenge?

19 A. He is a senior engineering leader on the  
20 AdManager team.

21 Q. And what work did [REDACTED] do with respect to  
22 Project Stonehenge?

23 MS. ELMER: Same admonishment.

24 A. Analysis.

25 Q. (By Mr. Nakamura) And what sort of analysis

1 did [REDACTED] perform as part of Project Stonehenge?

2 MS. ELMER: I instruct the witness not to  
3 answer because the question invades the work product  
4 doctrine and the attorney/client privilege.

5 Q. (By Mr. Nakamura) Will you follow Ms. Elmer's  
6 instruction?

7 A. Yes.

8 Q. I'm sorry. Did you say "yes"?

9 A. Yes.

10 Q. Thank you. My fault.

11 What were [REDACTED] job responsibilities  
12 with respect to Project Stonehenge?

13 A. He's the engineer responsible for AdManager.

14 Q. And what work did [REDACTED] perform as part of  
15 Project Stonehenge?

16 MS. ELMER: Same admonishment.

17 A. He was a contributor to the working team.

18 Q. (By Mr. Nakamura) What contributions did  
19 [REDACTED] make to the working team?

20 MS. ELMER: If you can answer the question  
21 without invading the privilege or work product doctrine,  
22 you may; otherwise, I instruct the witness not to  
23 answer.

24 Q. (By Mr. Nakamura) Do you have any response  
25 that you can provide, [REDACTED], subject to your

1 counsel's instruction?

2 A. No.

3 Q. All right. And lastly on this list, what were  
4 [REDACTED] job responsibilities with respect to Project  
5 Stonehenge?

6 A. So she's the general manager for AVAD, which  
7 includes the publisher products.

8 Q. And what work did she perform with respect to  
9 Project Stonehenge?

10 MS. ELMER: Same admonishment.

11 A. Primarily audience, and she obviously among  
12 this list has the senior responsibility to decide how to  
13 steward the business in light of regulatory  
14 potentialities.

15 Q. (By Mr. Nakamura) Were any Alphabet employees  
16 or executives not listed here involved in considering  
17 any part of Project Stonehenge?

18 A. Not to my knowledge based on the diligence that  
19 we performed.

20 Q. And when did Project Stonehenge begin?

21 I'm sorry. You're muted, [REDACTED].

22 A. My apologies.

23 Stonehenge began in February of 2020.

24 Q. What event began Project Stonehenge?

25 A. Primarily the completion of a prior project at

1 which point we decided to investigate a particular line  
2 of remedies. And that prior project was precipitated by  
3 the seven investigations that were noted on page 2 of  
4 Exhibit 7.

5 Q. Thank you. I appreciate the precision.

6 And did Project Stonehenge evolve into  
7 Project Banksy as listed on the CID specification  
8 schedule?

9 A. No.

10 Q. Okay. When did Project Stonehenge end?

11 A. June 2020.

12 Q. Was there any event or occurrence that marked  
13 the end of Project Stonehenge in Alphabet's view?

14 A. This was more of a completion of analysis to  
15 our satisfaction.

16 Q. Okay. How many meetings in total occurred at  
17 Alphabet for Project Stonehenge?

18 A. I'd say on the order of 25.

19 Q. And of those 25 meetings, how many were  
20 attended by Alphabet's attorneys?

21 A. The majority, large majority.

22 Q. How many Alphabet employee hours have been  
23 spent on Project Stonehenge?

24 A. About 50.

25 Q. And how much did Alphabet spend on outside

1 counsel as related to Project Stonehenge?

2 A. That's tough to answer, again, because this is  
3 conflated with many other ongoing projects and difficult  
4 to ascertain from the available data. So I suspect it's  
5 a small to medium amount, likely more than SingleClick.

6 Q. Okay. I appreciate that.

7 And what records or information did you  
8 look at to come to the estimate you just provided that  
9 it is a small to medium amount and more than  
10 SingleClick?

11 A. There were more meetings, as indicated by the  
12 calendaring and the length of the project and analysis.

13 Q. And how many of the approximately 25 meetings  
14 that occurred as a result of Project Stonehenge were  
15 attended by Google's outside counsel?

16 A. A few.

17 Q. Less than five?

18 A. On the order of five.

19 Q. Thank you. If you could turn to page 2 of  
20 Exhibit 7.

21 A. (Witness complies.)

22 Q. Is this a list of government investigations  
23 that caused Alphabet to initiate Project Stonehenge?

24 A. The first seven, yes.

25 Q. And that, to be clear, excludes the Australian

1 Competition and Consumer Commission. Is that correct?

2 A. Yes.

3 Q. And are there any of these investigations on  
4 this list on Exhibit 7, page 2 that Alphabet anticipated  
5 litigation or it was dealing with actual litigation that  
6 caused it to initiate Project Stonehenge?

7 MS. ELMER: Object to the form of the  
8 question as compound.

9 Q. (By Mr. Nakamura) You can answer if you  
10 understand, [REDACTED].

11 A. I was going to ask some clarifying questions  
12 because I wasn't sure which specific question you're  
13 asking.

14 Q. Sure. So with respect to anticipated  
15 litigation, did Alphabet anticipate any litigation from  
16 any of the investigations on this list other than the  
17 ACCC investigation that caused it to initiate Project  
18 Stonehenge?

19 A. Yes. We anticipated litigation.

20 Q. And is there any actual litigation other than  
21 the investigations listed on page 2 of Exhibit 7 that  
22 Alphabet initiated Project Stonehenge in response to?

23 A. Okay. So you're asking for any investigation  
24 that are not on this list or litigation not on this  
25 list?

1 Q. Any litigation not on this list.

2 MS. ELMER: And to be clear, you're asking  
3 for any actual litigation not on this list, correct?  
4 You're not talking about government investigations;  
5 you're talking about actual litigation?

6 MR. NAKAMURA: Yes, that's correct.

7 MS. ELMER: [REDACTED] do you understand the  
8 question?

9 THE WITNESS: I do understand the  
10 question, but I would like to sidebar with you briefly.

11 MS. ELMER: All right. We'll take a quick  
12 break.

13 MR. NAKAMURA: All right.

14 THE VIDEOGRAPHER: Off the record at  
15 3:45 p.m.

16 (Recess taken)

17 THE VIDEOGRAPHER: Back on the record at  
18 3:49 p.m.

19 Q. (By Mr. Nakamura) [REDACTED], is there any  
20 actual litigation other than the investigations listed  
21 on page 2 of Exhibit 7 that Alphabet initiated Project  
22 Stonehenge in response to?

23 A. No.

24 Q. Is there any anticipated litigation other than  
25 the investigations listed on page 2 of Exhibit 7 that

1 marked the exhibit that was just clawed back as  
2 Exhibit 11; but, of course, you may claw it back.

3 (Exhibit 11 marked)

4 Q. (By Mr. Nakamura) All right. With that, I'll  
5 move on.

6 [REDACTED], I would now like to ask you  
7 about Project Banksy which is part of specifications 1f  
8 and specification 2.

9 Who chose the name "Project Banksy" for  
10 the project?

11 A. I suspect it was the lead engineer working on  
12 the project, [REDACTED].

13 Q. [REDACTED], is that what you just said?

14 A. Yes.

15 Q. Thank you. What was the subject -- I'm sorry,  
16 let me back up.

17 Let's refer to Exhibit 7, which is the  
18 February 25th letter sent by your counsel, Ms. Elmer,  
19 page 4. Please let me know when you have that in front  
20 of you.

21 A. Yep, I do.

22 Q. Great. What is the subject matter of Project  
23 Banksy?

24 A. So as laid out in [REDACTED] testimony,  
25 there's two parts to it.

1           One was an early examination of header  
2 bidding as a project feature, and then, secondly, it  
3 morphed into a product or into an effort that was a  
4 response to a particular antitrust investigation.

5           Q.    And what antitrust investigation was the second  
6 Project Banksy a response to?

7           A.    The French Competition Authority.

8           Q.    And what were Alphabet's objectives as part of  
9 Project Banksy?

10           MS. ELMER:  So to the extent that this --  
11 well, actually, I instruct the witness not to answer the  
12 question as it invades the work product doctrine and the  
13 attorney/client privilege.

14           Q.    (By Mr. Nakamura)  And will you follow that  
15 instruction, [REDACTED]?

16           A.    Yes.

17           Q.    Turning now to bullet point 2 that starts on  
18 page 4 and runs into page 5 of Exhibit 7, is this a full  
19 and complete list of all outside counsel who worked on  
20 the second Project Banksy?

21           A.    Yes.

22           Q.    And is the first full bullet point on page 4 a  
23 full and complete list of all Google in-house counsel  
24 who worked on the second version of Project Banksy?

25           A.    Yeah.  I just want to again specify that not

1 everyone here worked on it. Some were made aware of the  
2 project.

3 Q. But in terms of anyone who worked on the  
4 project, is that a full and complete list?

5 A. Yes.

6 Q. Thank you.

7 MS. ELMER: I'd like to clarify. I think,  
8 Brent, in your earlier question about a bullet point  
9 that started on page 4 and runs into page 5, what you  
10 meant to say was bullet point 2 that starts on page 3  
11 and runs into page 4.

12 MR. NAKAMURA: Yes. Thank you, Julie.  
13 That is what I meant. I appreciate that.

14 Q. (By Mr. Nakamura) And so on the second full  
15 bullet point on page 4, is this a full and complete list  
16 of Google employees who worked on or were an audience  
17 for Project Banksy?

18 A. There may be a few others who were an audience.

19 And I think it's important to note in a  
20 project like this, especially given the tight relation  
21 to a regulatory matter, that it would have gone up the  
22 chain for acknowledgments, though I don't -- I wouldn't  
23 necessarily classify the cross-functional leadership up  
24 the chain as an audience as much as they were very  
25 briefly made aware, possibly asked for a simple ack.

1 Q. And lastly, was Project Quantize presented at  
2 the 2020 future of display review?

3 MS. ELMER: Same instruction.

4 Q. (By Mr. Nakamura) All right. Will you follow  
5 Ms. Elmer's instruction not to answer my question,  
6 [REDACTED]?

7 A. Yes.

8 MR. NAKAMURA: All right. Let's go off  
9 the record.

10 THE VIDEOGRAPHER: Off the record at  
11 5:35 p.m.

12 (Recess taken)

13 THE VIDEOGRAPHER: Back on the record at  
14 5:45 p.m.

15 MR. NAKAMURA: Thank you. Could the court  
16 reporter please mark what has been put in the Chat as  
17 Alphabet Exhibit 30 [sic]. This document is a document  
18 that has been reproduced after a clawback from  
19 Alphabet's counsel with additional redactions applied.  
20 It is a document that begins with Bates  
21 No. GOOG-DOJ-AT-00205841, ending in Bates No. 5843.

22 (Exhibit 13 marked)

23 Q (By Mr. Nakamura) [REDACTED], I would like  
24 to direct your attention to the third page of this  
25 document ending in Bates No. 5842. Could you please let

1 me know when you are there.

2 A. I am there.

3 Q. Looking at the first full bullet point on  
4 page 4 of this PDF, did Project Stonehenge involve  
5 Alphabet's consideration of [REDACTED]

[REDACTED]?

7 MS. ELMER: And I instruct the witness not  
8 to answer the question. It's an improper question that  
9 attempts to invade the privilege, the work product  
10 doctrine, and on that basis instruct the witness not to  
11 answer.

12 Q. (By Mr. Nakamura) Will you follow Ms. Elmer's  
13 instruction, [REDACTED]?

14 A. Yes.

15 Q. And was the [REDACTED] discussion  
16 mentioned in this bullet point one that was done  
17 separately from Project Stonehenge?

18 A. I don't know how to answer that with invading  
19 the privilege.

20 MR. NAKAMURA: Ms. Elmer, are you  
21 instructing [REDACTED] then not to answer my question?

22 MS. ELMER: Let's take a break to discuss  
23 an issue of privilege.

24 MR. NAKAMURA: All right. Let's go off  
25 the record.

1 THE VIDEOGRAPHER: Off the record at  
2 5:47 p.m.

3 (Recess taken)

4 THE VIDEOGRAPHER: Back on the record at  
5 5:49 p.m.

6 Q. (By Mr. Nakamura) And, [REDACTED], my  
7 question was was the [REDACTED] discussion  
8 mentioned in this bullet point on Exhibit 13, one, a  
9 discussion that was done separately from Project  
10 Stonehenge?

11 A. I can't answer questions about what was part of  
12 Stonehenge or not, as that would violate privilege.

13 MS. ELMER: Brent, I think if you were to  
14 ask the witness whether there were [REDACTED]  
15 discussions that were business discussions and not part  
16 of a work product project, he might be able to answer  
17 your question.

18 MR. NAKAMURA: All right. I will give  
19 that a shot.

20 Q. (By Mr. Nakamura) Were there [REDACTED]  
[REDACTED] discussions that were business discussions that  
22 occurred that were not part of a work product project?

23 A. Yes.

24 Q. And when did those discussions take place?

25 A. All the time for as long as I can personally

1 remember and from what I've seen over the past five to  
2 ten years, quite regularly.

3 Q. And was Alphabet's consideration of [REDACTED]

[REDACTED]  
[REDACTED]?

6 MS. ELMER: And I'm going to object to  
7 this question as exceeding the scope of the CID, but the  
8 witness may answer in his individual capacity.

9 A. Yeah. I'll go so far as to say yes.

10 Q. (By Mr. Nakamura) And was the consideration of

11 [REDACTED]  
[REDACTED]?

13 MS. ELMER: Same scope objection, but he  
14 may answer in his individual capacity.

15 A. Yes.

16 Q. (By Mr. Nakamura) And was [REDACTED] --

17 was Alphabet's consideration of [REDACTED]

[REDACTED] feature part of Project Stonehenge?

19 MS. ELMER: I instruct the witness not to  
20 answer the question because your question invades the  
21 work product doctrine and the attorney/client privilege.

22 MR. NAKAMURA: Thank you.

23 Q. (By Mr. Nakamura) Will you follow Ms. Elmer's  
24 instruction?

25 A. Yes.

1 MR. NAKAMURA: And before we put this  
2 aside, I will register the Division's position that we  
3 believe that privilege has been waived over this  
4 document and the redactions that were made were not  
5 appropriate. So with that, [REDACTED], you can put  
6 that aside.

7 MS. ELMER: And we dispute that position,  
8 but that is not a discussion for this deposition.

9 Q. (By Mr. Nakamura) And -- I'm sorry. Go ahead.

10 A. I just think it's --

11 MS. ELMER: [REDACTED] that's okay.

12 THE WITNESS: Okay.

13 Q. (By Mr. Nakamura) [REDACTED], did you have  
14 anything to add?

15 A. Well, I just think real briefly in a document  
16 like this that starts to talk to smaller groups that are  
17 cross-functional, there's -- it's very difficult to get  
18 anything done in an organization this size without  
19 talking to the cross-functional partners on any given  
20 project.

21 So I just want -- like I know I had talked  
22 about it at the VP level and the acknowledgments and  
23 leadership as well, but it's also the case in these  
24 types of projects and all the projects we've been  
25 talking to, like you have to solicit all various